



**COMMONWEALTH OF VIRGINIA
STATE CORPORATION COMMISSION**

GUIDE FOR ARTICLES OF RESTATEMENT OF A VIRGINIA NONSTOCK CORPORATION

ARTICLES OF RESTATEMENT OF

(current name of corporation)

The undersigned corporation, pursuant to Title 13.1, Chapter 10, Article 10 of the Code of Virginia, hereby executes the following articles of restatement and sets forth:

1. The name of the corporation immediately prior to restatement is (current name of corporation).
2. The restatement contains (*or, does not contain*) an amendment to the articles of incorporation.
3. The text of the (amended and) restated articles of incorporation is attached hereto.
4. The restatement was adopted by the corporation on _____ (*date*).
5. (*Set forth the manner by which the restatement was adopted. See Options A and B, below:*)

Option A (If the corporation has members with voting rights, set forth either (1) or (2), below, whichever is applicable.)

- (1) The restatement was adopted by unanimous consent of the members.

OR

- (2) The restatement was proposed by the board of directors and submitted to the members in accordance with the provisions of Chapter 10 of Title 13.1 of the Code of Virginia, and at a meeting of the members at which a quorum of each voting group was present:

- (a) **Either** (i) the total number of votes cast for and against the restatement by each voting group entitled to vote separately on the restatement was:

Voting group

Total votes **FOR**

Total votes **AGAINST**

Or (ii) the total number of undisputed votes cast for the restatement separately by each voting group was:

Voting group

Total undisputed votes **FOR**

- (b) And the number cast for the restatement by each voting group was sufficient for approval by that voting group.

Option B (If the board of directors adopted the restatement without member approval pursuant to § 13.1-889 of the Code of Virginia, set this forth with the reason why member approval was not required.)

The restatement was adopted at a meeting of the board of directors by a vote of at least two-thirds of the directors in office. Member approval of the restatement was not required because: *(Set forth an applicable reason from (1), (2) or (3), below.)*

- (1) The corporation has no members.
- (2) The corporation has no members with voting rights.

Or

- (3) The restatement does not include an amendment to the articles of incorporation.

(Continued on the reverse.)

Executed in the name of the corporation by:

_____	_____
(signature)	(date)
_____	_____
(printed name)	(corporate title)
_____	_____
(corporation's SCC ID no.)	(telephone number (optional))

THIS FORM IS TO BE USED AS A GUIDE ONLY.

INSTRUCTIONS

Guideform SCC889 has been produced by the Commission as a guide to help you prepare the corporation's articles of restatement. Please note, however, that a marked-up version of this guideform will not be accepted. You must separately type and prepare your articles, using this form as a guide, inserting appropriate information and omitting all inapplicable portions, including the header, seal of the Commission, italicized text, and the text of options not italicized.

You can download this guideform from our website at www.scc.virginia.gov/division/clk/fee_bus.htm.

The articles of restatement must be in the English language, typewritten or printed in black on white, opaque paper 8 1/2" by 11" in size, legible and reproducible, and free of visible watermarks and background logos. A minimum of 1" must be provided on the left, top and bottom margins and 1/2" on the right margin. Use only one side of a page.

If the restatement does not include an amendment, the restatement may be adopted by the corporation's board of directors without member action. See § 13.1-889 of the Code of Virginia.

The articles must be executed in the name of the corporation by the chairman or any vice-chairman of the board of directors, the president, or any other of its officers authorized to act on behalf of the corporation. However, the (amended and) restated articles of incorporation, which are a referenced attachment to the articles of restatement, do not need to be separately executed on behalf of the corporation.

It is a Class 1 misdemeanor for any person to sign a document he or she knows is false in any material respect with intent that the document be delivered to the Commission for filing. See § 13.1-811 of the Code of Virginia.

These articles will not be filed until all fees and penalties to be collected by the Commission under the Virginia Nonstock Corporation Act have been paid by or on behalf of the corporation; provided, however, that an assessed annual registration fee does not have to be paid prior to the filing of these articles if the articles are **filed** with an effective date that precedes the due date of the annual registration fee payment. See § 13.1-815 of the Code of Virginia.

Submit the original, signed articles to the Clerk of the State Corporation Commission, P.O. Box 1197, Richmond, Virginia 23218-1197, (Street address: 1300 East Main Street, Tyler Building, 1st Floor, Richmond, Virginia 23219), along with a check for the filing fee in the amount of **\$25.00, plus** any additional charter fee amount required by an increase in the number of authorized shares of the corporation, payable to the State Corporation Commission. **PLEASE DO NOT SEND CASH.** If you have any questions, please call (804) 371-9733 or toll-free in Virginia, (866) 722-2551.

NOTE

If the restatement contains an amendment which requires member approval, the amendment must be approved by each voting group entitled to vote on the amendment by MORE THAN two-thirds of all votes entitled to be cast by that voting group unless the Virginia Nonstock Corporation Act or the board of directors requires a greater vote or unless the articles of incorporation provide for a greater or lesser vote, but not less than a majority of all votes cast at a meeting at which a quorum exists. See § 13.1-886 of the Code of Virginia.

The registered office and/or registered agent cannot be changed by filing articles of restatement. Such change may only be accomplished by filing a statement of change of a registered office and/or registered agent on form SCC635/834. This form can be requested by contacting the Clerk's Office of the State Corporation Commission at the telephone numbers shown above or at www.scc.virginia.gov/division/clk/asp/fee_corp_formrequest.aspx.